BYLAWS
of
THE EPISCOPAL DIOCESE OF KANSAS, INC.

ARTICLE I. NAME

The name of this corporation is THE EPISCOPAL DIOCESE OF KANSAS, INC.

ARTICLE II. PURPOSE

The corporation is organized and shall be operated NOT FOR PROFIT for the objects and purposes set out in its Articles of Incorporation as they may be from time to time amended.

ARTICLE III. ANNUAL CONVENTION

The business and the affairs of the corporation shall be directed, controlled, and managed by its Annual Convention as provided by the General Canons of the Episcopal Church and the Constitution and Canons of The Episcopal Diocese of Kansas (collectively the "Canons"). When the Annual Convention is not in session the Council of Trustees, elected as provided in the Constitution and Canons shall be the governing body of the corporation.

ARTICLE IV. COUNCIL OF TRUSTEES

4.1. COUNCIL OF TRUSTEES. The Council of Trustees shall manage all of the affairs, the property and funds of the corporation, and shall have the duty and authority to do so and perform all acts consistent with these Bylaws, the Articles of Incorporation, and the Constitution and Canons of The Episcopal Diocese of Kansas and any amendments thereto, and the laws of the State of Kansas. The Council of Trustees shall act as the Standing Committee of the Episcopal Diocese of Kansas and shall have such other duties as may be prescribed by law.

4.2. ANNUAL MEETING OF THE COUNCIL OF TRUSTEES. The annual organizational meeting of the Council of Trustees of the corporation shall be held on such date and at such time and place that the Council of Trustees shall determine for the purpose of appointment of officers and the transaction of other such business as may be properly brought before the meeting. If less than a quorum of its members appears for an annual meeting of the Council of Trustees, the holding of such annual meeting shall not be required and matters that might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

4.3 REGULAR MEETINGS OF THE COUNCIL OF TRUSTEES. Regular meetings of the Council of Trustees shall be held at the time and place designated by the Chairman. Either the Chairman or the President may call a special meeting at any time and place and shall call a special meeting at the request of three members of the Council of Trustees. A special meeting called by the President on the written request of three members may conduct business reserved exclusively to the Standing Committee by General Canons of the Episcopal Church in the absence of the Chairman to the extent authorized by the Canons.

4.4. WAIVER OF NOTICE. Any meeting of the Council of Trustees may be deemed to have been validly and legally called if the members entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a member of the Council constitutes a waiver of notice of that meeting. All such waivers, consents or approvals shall be filed with the corporate records.

4.5. ACTIONS BY UNANIMOUS WRITTEN CONSENT. Any action required or permitted at any meeting of the Council of Trustees may be taken without a meeting, without prior notice and without a vote if all of the members entitled to vote thereon consent in writing. Said written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

4.6 Routine actions of the Council of Trustees may be approved by polling all members of the Council of Trustees, *provided* that background materials are made available to each member of the Council of Trustees with at least 48 hours notice of closing of the poll and *provided further* that if the poll is taken by email, a substitute mechanism for voting is provided for any member of the Council of Trustees who does not have email access. Any issue so submitted shall be deemed approved unless objection to approval is received by the prescribed deadline.

4.7. CONFERENCE TELEPHONE. A member of the Council of Trustees or of a committee designated by the Council may participate in a meeting by the means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

4.8. QUORUM FOR TRANSACTING BUSINESS. A majority of Council of Trustees and a majority of the voting members of any committee of the Council shall constitute a quorum for the transaction of business. The vote of a majority of the Council or committee members present at any meeting at which there is a quorum shall be the act of the Council or of the committee except as a larger vote may be required by the laws of the State of Kansas, these Bylaws, the Articles of Incorporation of the corporation, or the Canons.

ARTICLE V. OFFICERS

5.1 CHAIRMAN. The Bishop of Kansas shall be ex-officio Chairman of The Episcopal Diocese of Kansas, Inc., and of the Council of the Trustees and as such shall be vested with all the powers and authority conferred on corporation presidents by the State of Kansas. He or she shall perform such duties as are incident to his or her office and such other acts and duties as may be authorized by the Council of Trustees from time to time.

5.2 VICE CHAIRMAN. The Bishop Coadjutor or the Suffragan Bishop, if there be one, of this Diocese, shall be Vice Chairman of The Episcopal Diocese of Kansas, Inc.

5.3 PRESIDENT. The Council of Trustees shall elect a President from among its members. During the absence of the Chairman or his or her inability to act, the President shall be Chairman pro tem of the Council of Trustees.

5.4 SECRETARY; CLERK. The Council of Trustees shall designate the Chancellor appointed by the Bishop as the corporate secretary of the Diocesan corporation and its recording and corresponding officer. All communications regarding matters pertaining to the business of The Episcopal Diocese of Kansas, Inc. shall go through his or her hands; the books and records of The Episcopal Diocese of Kansas, Inc. shall be in his or her custody, and he or she shall perform such duties as may be prescribed by the Council of Trustees from time to time. Correspondence addressed to the Secretary should be directed to the Diocesan Office, Bethany Place, Topeka. The Council of Trustees may elect a Clerk to prepare minutes of its meetings and such assistant secretaries, to whom other duties of the Secretary may be delegated, as it may deem appropriate.

5.5 TREASURER. The Treasurer elected by the Annual Convention of the Episcopal Diocese of Kansas shall be the treasurer of the corporation and of the Council of Trustees and shall receive all monies collected from whatever source and shall deposit same in the bank or banks designated by The Episcopal Diocese of Kansas, Inc. He or she shall disburse the same upon order of the Council of Trustees or the Executive Committee. He or she shall keep accurate books of account and shall give such information upon the finances of the Diocese and the conduct of his office as may be required by the Council of Trustees. The Treasurer shall hold in his or her custody all negotiable securities and other assets belonging to the Diocese of Kansas. He or she shall have the books audited annually by a certified public accountant selected by the Council of Trustees. The Treasurer shall give bond or security as from time to time may be required by the Council of Trustees, and the expenses thereof shall be paid out of diocesan funds.

In case of a vacancy in the office of Treasurer, the Council of Trustees shall elect a treasurer pro tem to serve until the next Diocesan Convention. Correspondence addressed to the Treasurer should be directed to the Diocesan Office, Bethany Place, Topeka. The Council of Trustees may elect such assistant treasurers, to whom duties of the Treasurer may be delegated, as it may deem appropriate.

5.6 CANON TO THE ORDINARY. A Canon to the Ordinary may be appointed by the Bishop to assist the Bishop by performing such duties as may be assigned in his or her letter of agreement. The Canon to the Ordinary is designated as an additional officer of the corporation, authorized to sign documents authorized by the Council of Trustees on behalf of the Episcopal Diocese of Kansas, Inc.

ARTICLE VI. COMMITTEES

6.1 EXECUTIVE COMMITTEE. There shall be an Executive Committee of the Council of Trustees, consisting of not less than five persons including the Bishop, the Chancellor, the Treasurer, the President of the Council of Trustees and an additional member appointed by the President of the Council of Trustees. The Bishop may appoint up to three additional members. The Executive Committee shall be chaired by a member so designated by the Bishop and shall meet from time to time upon the call of its Chairman, shall act as the Personnel and Administration Committee of the Council of Trustees and shall have full power and authority to act in all matters pertaining to the business of The Episcopal Diocese of Kansas, Inc., subject to ratification at any regular or special meeting of the Council of Trustees of The Episcopal Diocese of Kansas, Inc.

6.2 FINANCE COMMITTEE. There shall be a Finance Committee, consisting of not less than three persons including the Treasurer, to be appointed by the Bishop. The Finance Committee shall meet from time to time upon the call of its Chairman, and shall have full power and authority to handle the financial matters and to make investments of available funds of The Episcopal Diocese of Kansas, Inc., subject to ratification at any regular or special meeting of the Council of Trustees of The Episcopal Diocese of Kansas, Inc. In addition, the Finance Committee shall determine the apportionment necessary from each Parish to fund the Mission and Ministry of the Diocese and shall review and monitor Parishes in arrears in payment of apportionments.

6.3 APPORTIONMENT COMMITTEE. There shall be an Apportionment Committee consisting of not less than three persons, to be appointed by the Bishop. The Apportionment Committee shall meet from time to time upon the call of its Chairman to determine the apportionment necessary from each parish to fund the mission and ministry of the Diocese and to review and to monitor parishes in arrears in payment of apportionments. In the alternative, the functions of the Apportionment Committee may be assigned to the Finance and Investment Committee.

6.4 OTHER COMMITTEES. The Bishop may appoint such other committees of the Trustees as he may from time to time deem necessary.

ARTICLE VII. EXECUTION OF INSTRUMENTS; AUDITS

7.1. FINANCIAL INSTITUTIONS. The Council of Trustees shall determine and designate those financial institutions approved for deposit of corporation funds, and shall further establish procedures for authorizing and making capital expenditures.

7.2. CHECKS. All checks, drafts, or orders for payment of money shall be executed in the name of the corporation in such manner by such officer or employees as the Council of Trustees shall determine by resolution or order.

7.3. EXECUTION OF CONVEYANCES, MORTGAGES AND CONTRACTS. All conveyances and mortgages of real estate, assignments or discharges of mortgages and material written contracts shall be executed and, if need be, acknowledged in the name of the corporation by the President of the Council or the Secretary or Treasurer and their assistants. No person may execute, acknowledge or verify any instrument in more than one capacity.

7.4. CONTRACTS. When the execution of any contracts, conveyances or other instruments has been authorized without specifying the executing officers, any two officers may execute the same in the name and on behalf of this corporation, provided that the Council of Trustees may designate any single officer or employee to execute an instrument or instruments on behalf of the corporation. Such authority may be general or confined to specific instances and unless so authorized by the Council, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose.

7.5. AUDITOR. The Council of Trustees shall designate an auditor to make an audit and annual examination of the books, accounts and records of the corporation.

ARTICLE VIII. CONFLICT

The governance of this corporation shall be in accordance with its Articles of Incorporation, the Constitution and Canons of The Episcopal Diocese of Kansas and these bylaws, as each may be from time to time amended. If the provisions of these bylaws are in any respect inconsistent with the Articles of Incorporation, Constitution and Canons of The Episcopal Diocese of Kansas, the rules of the latter shall prevail.

ARTICLE IX. INDEMNIFICATION

9.1 The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a trustee or officer of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she (i) was not grossly negligent or guilty of willful misconduct in the performance of his or her duty to the corporation; (ii) acted in good

faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation; (iii) with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; (iv) in the case of amounts paid in settlement, that such settlement was reasonable and in or not opposed to the best interests of the corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful. If, at any time, any provisions contained in the laws of the State of Kansas prohibit or limit indemnification in respect of any claim, action, suit, or proceeding, except upon a determination of the extent thereof in the manner provided in such provision, indemnification shall be made only in accordance with such provision, and the provisions of this section shall be superseded with respect to transactions governed by such provision.

9.2. To the extent that a member of the Council of Trustees or officer of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection 9.1 of this Article or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

9.3. Any indemnification under subsection 9.1 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the member of the Council or officer has met the applicable standard of conduct set forth in subsection 9.1 of this Article. Such determination shall be made either (i) by the Council of Trustees by a majority vote of quorum (as defined in the Bylaws of the corporation) consisting of members who were not parties to such action, suit or proceeding; or (ii) if such quorum is not obtainable, or even if obtainable, and a quorum of disinterested members so directs, by independent legal counsel in a written opinion. Notwithstanding the failure or refusal of the Council of Trustees or independent counsel to make provision therefor, such indemnification shall be made if a court of competent jurisdiction makes a determination that the member or officer has a right to indemnification hereunder in any specific case upon the application of such person, or if a court of competent jurisdiction determines that such person has satisfied the standards for indemnification specified in subsection 9.1.

9.4. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Council of Trustees in the specific case upon receipt of an undertaking by or on behalf of the trustee or officer, to repay such amount unless it shall be determined ultimately that he or she is entitled to be indemnified by the corporation.

9.5. The corporation, with the approval of the Council of Trustees, may purchase and maintain insurance on behalf of any person who is or was a trustee or officer of the corporation against any liability asserted against him or her or the corporation and incurred by him or her or

the corporation in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

9.6. Neither the corporation nor members of its Council of Trustees or its officers nor any person acting on its behalf shall be liable to anyone for any determination as to the existence or absence of conduct which would provide a basis for making or refusing to make any payment under this Article or for taking or omitting to take any other action under this Article, if such action or omission is made in reliance upon the advice of counsel.

9.7. Each reference herein to members of the Council of Trustees or officers, shall be deemed to include references to former members, officers, and their respective heirs, executors, and administrators. The indemnification hereby provided shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the corporation or others, with respect to claims, issues, or matters in relation to which the corporation would not have the power to indemnify such person under the provisions of this Article.

ARTICLE X. AMENDMENTS TO ARTICLES AND BYLAWS

These Bylaws may be altered, amended, or repealed only with the affirmative written consent of a majority of the members of the Council of Trustees. Notice of any proposed alteration, amendment, or repeal of these Bylaws, including a copy of their proposed alteration, amendment or repeal shall be included in the notice to the members at the meeting at which such actions will be considered.

ARTICLE XI. ADOPTION

Adopted by the Council of Trustees, at a regular meeting after due and proper notice on November 10, 2021.

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Cathleen Bascom, Bishop and Chair

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L. Franklin Taylor, Chancellor

Affirmative Written Consent of Bylaw Amendment
The Council of Trustees

Pursuant to Article X of the Bylaws of the Episcopal Diocese of Kansas, Inc., we, the Council of Trustees of the same, adopted the amended bylaws above during a scheduled online meeting on November 10, 2021. In affixing our signatures, we provide our affirmative written consent to the amendment.

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